

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

|  |                   |                                |
|--|-------------------|--------------------------------|
| -----<br><b>In re</b>                      | :                 |                                |
|  | :                 | <b>Chapter 11</b>              |
| <b>SEARS HOLDINGS CORPORATION, et al.,</b> | :                 |                                |
|  | :                 | <b>Case No. 18-23538 (RDD)</b> |
| <b>Debtors.<sup>1</sup></b>                | :                 | <b>(Jointly Administered)</b>  |
|  | -----<br><b>x</b> |                                |

**AFFIDAVIT OF SERVICE**

I, Jason Sugarman, depose and say that I am employed by Prime Clerk LLC ("Prime Clerk"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On August 14, 2020, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served by the method set forth on the Fee Application Service List attached hereto as Exhibit A:

- Second Interim Fee Application of Herrick, Feinstein LLP as Special Conflicts Counsel to the Official Committee of Unsecured Creditors for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period March 1, 2020 through June 30, 2020 [Docket No. 8374]
- First Interim Fee Application of Moritt Hock & Hamroff LLP as Special Conflicts Counsel to the Official Committee of Unsecured Creditors for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period of January 2, 2020, through June 30, 2020 [Docket No. 8375]

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

- Fifth Interim Fee Application of Prime Clerk LLC, as Administrative Agent to the Debtors, for Services Rendered and Reimbursement of Expenses for The Period from March 1, 2020 through June 30, 2020 [Docket No. 8377]
- Fifth Interim Fee Application of Akin Gump Strauss Hauer & Feld LLP as Counsel to the Official Committee of Unsecured Creditors for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period of March 1, 2020 Through and Including June 30, 2020 [Docket No. 8378]
- Fifth Interim Application of FTI Consulting, Inc., Financial Advisor to the Official Committee of Unsecured Creditors of Sears Holding Corporation, et al. for Interim Allowance of Compensation and Reimbursement of Expenses for the Period from March 1, 2020 through June 30, 2020 [Docket No. 8379]
- Final Application of Houlihan Lokey Capital, Inc., Investment Banker to the Official Committee of Unsecured Creditors, for Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from October 29, 2018 through October 31, 2019 [Docket No. 8380]

Dated: August 18, 2020

/s/ Jason Sugarman  
Jason Sugarman

State of New York  
County of New York

Subscribed and sworn to (or affirmed) before me on August 18, 2020, by Jason Sugarman, approved to me on the basis of satisfactory evidence to be the person who appeared before me.

/s/ JAMES A. MAPPLETHORPE  
Notary Public, State of New York  
No. 01MA6370846  
Qualified in New York County  
Commission Expires February 12, 2022

**Exhibit A**

Exhibit A

Fee Application Service List  
Served as set forth below

| NAME  | ADDRESS 1   | ADDRESS 2                          | ADDRESS 3                         | CITY            | STATE | POSTAL CODE | EMAIL  | METHOD OF SERVICE          |
|---|---|------------------------------------|-----------------------------------|-----------------|-------|-------------|--|----------------------------|
| Akin Gump Strauss Hauer & Feld LLP                  | Attn: Ira S. Dizengoff, Philip C. Dublin,<br>Abid Qureshi, Sara L. Brauner  |                                    |                                   |                 |       |             | idizengoff@akingump.com<br>pdublin@akingump.com<br>aquareshi@akingump.com<br>sbrauner@akingump.com   | Email                      |
| Ballard Spahr LLP                                   | Attn: David L. Pollack, Vincent J.<br>Marriott, III   | 52nd Floor - Mellon<br>Bank Center | 1735 Market Street                | Philadelphia    | PA    | 19103       | pollack@ballardspahr.com<br>marriott@ballardspahr.com  | First Class Mail and Email |
| Ballard Spahr LLP                                   | Attn: Leslie C. Heilman, Matthew G.<br>Summers, Tobey M. Daluz, Laurel D.<br>Roglen, Chantelle D. McClamb                         | 919 N. Market Street               | 11th Floor                        | Wilmington      | DE    | 19801       | heilmnl@ballardspahr.com<br>summersm@ballardspahr.com<br>daluzt@ballardspahr.com<br>roglenl@ballardspahr.com<br>mcclambc@ballardspahr.com  | First Class Mail and Email |
| Ballard Spahr LLP                                   | Attn: Paul E. Harner, Alyssa E. Kutner  | 1675 Broadway                      | 19th Floor                        | New York        | NY    | 10019-5820  | harnerp@ballardspahr.com<br>kutnera@ballardspahr.com   | First Class Mail and Email |
| Chambers of Honorable Robert D. Drain               | Sears Chambers Copy   | US Bankruptcy Court<br>SDNY        | 300 Quarropas<br>Street, Room 248 | White Plains    | NY    | 10601       |  | Overnight Mail             |
| Office of The United States Trustee for<br>Region 2 | Attn: Paul Schwartzberg, Richard<br>Morrissey   | 201 Varick St.                     | Suite 1006                        | New York        | NY    | 10014       | richard.morrissey@usdoj.gov,<br>paul.schwartzberg@usdoj.gov  | Overnight Mail and Email   |
| Sears Holding Corporation                           | Attn: Stephen Sitley Esq., Luke J.<br>Valentino, Esq., Rob Riecker  | 3333 Beverly Road                  |                                   | Hoffman Estates | IL    | 60179       | rob.riecker@searshc.com<br>luke.valentino@searshc.com  | First Class Mail and Email |
| Skadden, Arps, Slate, Meagher & Flom LLP            | Attn: Paul Leake, Esq., Shana Elberg,<br>Esq., and George R. Howard, Esq.   |                                    |                                   |                 |       |             | Paul.Leake@skadden.com<br>Shana.Elberg@skadden.com<br>George.Howard@skadden.com  | Email                      |
| Weil, Gotshal & Manges LLP                          | Attn: Ray C. Schrock, P.C., Jacqueline<br>Marcus, Garrett A. Fail, Sunny Singh,<br>Jared R. Friedmann, Jessie B. Mishkin,<br>Esq. |                                    |                                   |                 |       |             | ray.schrock@weil.com<br>garrett.fail@weil.com<br>jacqueline.marcus@weil.com<br>sunny.singh@weil.com<br>JeriLeigh.Miller@weil.com<br>jessica.liou@weil.com<br>Paloma.VanGroll@weil.com<br>Jared.Friedmann@weil.com<br>Jessie.Mishkin@weil.com | Email                      |